

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

FIELDWOOD ENERGY LLC, *et al.*,
Debtors.¹

Chapter 11

Case No. 20-33948 (MI)
(Jointly Administered)

**DECLARATION OF ALEX ORCHOWSKI OF PRIME CLERK LLC REGARDING
SOLICITATION OF VOTES AND TABULATION OF BALLOTS CAST ON THE
FOURTH AMENDED JOINT CHAPTER 11 PLAN OF FIELDWOOD ENERGY LLC AND
ITS AFFILIATED DEBTORS**

I, Alex Orchowski, declare, under the penalty of perjury:

1. I am a Director of Global Corporate Actions at Prime Clerk LLC (“**Prime Clerk**”), located at One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, New York 10165. I am over the age of eighteen years and not a party to the above-captioned action. Unless otherwise noted, I have personal knowledge of the facts set forth herein.

2. I submit this declaration (this “**Declaration**”) with respect to the solicitation of votes and the tabulation of ballots (the “**Ballots**”) cast on the *Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors*, dated April 15, 2021 [Docket No. 1284] (as may be amended, supplemented, or modified from time to time, the “**Plan**”).² Except as

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

² Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Plan.

otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of Prime Clerk. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. Prior to the commencement of these chapter 11 cases, Fieldwood Energy LLC and its affiliates (collectively, the “**Debtors**”) engaged Prime Clerk as their claims, noticing and solicitation agent to assist with, among other things, (a) the service of solicitation materials to the parties entitled to vote to accept or reject the Plan and (b) the tabulation of votes cast with respect thereto. On August 4, 2020, this Court entered the *Order Authorizing Retention and Appointment of Prime Clerk LLC as Claims, Noticing, and Solicitation Agent* [Docket No. 19] (the “**Retention Order**”). The Retention Order authorizes Prime Clerk to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. Prime Clerk and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

Service and Transmittal of Solicitation Packages and Tabulation Process

4. Pursuant to the *Amended Order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing; (II) Establishing Solicitation and Voting Procedures; (III) Scheduling Confirmation Hearing; (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan; (V) Approving Notice and Objection Procedures for the Assumption of Executory Contracts and Unexpired Leases; (VI) Approving Procedures for Objections to the Assignment and Transfer of Property of the Estate; and (VII) Granting Related Relief* [Docket No. 1286] (the “**Disclosure Statement Order**”), the Bankruptcy Court established procedures to solicit votes from, and tabulate Ballots submitted by, holders of

claims entitled to vote on the Plan (the “**Solicitation Procedures**”). Prime Clerk adhered to the Solicitation Procedures outlined in the Disclosure Statement Order and the Ballots, which were distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by Prime Clerk’s employees.

5. The Solicitation Procedures established April 14, 2021 as the record date (the “**Voting Record Date**”) for determining which creditors were entitled to vote on the Plan. Pursuant to the Plan and the Solicitation Procedures, only holders in the following classes as of the Voting Record Date were entitled to vote to accept or reject the Plan (the “**Voting Classes**”):

Plan Class	Class Description
1	Other Secured Claims
3	FLFO Claims
4	FLTL Claims
5	SLTL Claims
6A	Unsecured Trade Claims
6B	General Unsecured Claims

No other classes were entitled to vote on the Plan.

6. In accordance with the Solicitation Procedures, Prime Clerk worked closely with the Debtors’ advisors to identify the holders entitled to vote in the Voting Classes as of the Voting Record Date, and to coordinate the distribution of solicitation materials to these holders. A detailed description of Prime Clerk’s distribution of solicitation materials is set forth in Prime Clerk’s *Affidavit of Service of Solicitation Materials*, which was filed with this Court on April 23, 2021 [Docket No 1309-7] (the “**Solicitation Affidavit**”).

7. Further, in accordance with the Solicitation Procedures, Prime Clerk received, reviewed, determined the validity of, and tabulated the ballots submitted to vote on the Plan. Each

ballot submitted to Prime Clerk was date-stamped, scanned, assigned a ballot number, entered into Prime Clerk's voting database, and processed in accordance with the Solicitation Procedures. To be included in the tabulation results as valid, a ballot must have been (i) properly completed pursuant to the Solicitation Procedures, (ii) executed by the relevant holder entitled to vote on the Plan (or such holder's authorized representative), (iii) returned to Prime Clerk via electronic submission or another approved method of delivery set forth in the Solicitation Procedures, and (iv) received by Prime Clerk by 4:00 p.m. (Prevailing Central Time) on June 2, 2021 (the "**Voting Deadline**").³

8. All valid Ballots cast by holders entitled to vote in the Voting Classes and received by Prime Clerk on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.

9. The final tabulation of votes cast by the timely and properly completed Ballots received by Prime Clerk is attached hereto as **Exhibit A**.

10. A report of all Ballots excluded from the final tabulation prepared by Prime Clerk and the reasons for the exclusion of such Ballots is attached hereto as **Exhibit B**.

11. Approximately 218 holders of Claims and Interests (including holders of Claims and Interests in Non-Voting Classes) completed and returned Ballots or Release Opt Out Forms opting out of the Third-Party Releases.⁴ For the avoidance of doubt, this Declaration does not

³ At the direction of Debtors' counsel and pursuant to sections (49)(h)(i) and (49)(i) of the Solicitation Procedures set forth in the Disclosure Statement Order, Prime Clerk included the following Ballots in the final tabulation which were submitted by holders in the Voting Classes after the Voting Deadline but prior to the filing of this Declaration: thirty (30) Class 4 Ballots voting to accept the Plan in the aggregate amount of \$137,799,558.21, fifteen (15) Class 5 ballots voting to accept the Plan in the aggregate amount of \$19,064,853.85, and two (2) Class 6A Ballots voting to accept the Plan in the aggregate amount of \$37,526.63.

⁴ For the avoidance of doubt, the total number of opt out elections referenced above includes those received from Hunt Oil Company, Hunt Chieftain Development, L.P., Hunt Oil Company of Louisiana, Inc., BP Exploration &

certify the validity of any such opt out elections. Such information is provided for reporting and informational purposes only.

To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission and tabulation of Ballots in connection with the Plan is true and correct.

June 7, 2021

/s/ Alex Orchowski
Alex Orchowski
Director, Global Corporate Actions
Prime Clerk LLC

Production Inc., All Aboard Development Corporation, Freeport-McMoRan Oil & Gas LLC, McMoRan Oil & Gas LLC, SM Energy Company, Chevron U.S.A. Inc., Noble Energy, Inc., Texaco Inc., Union Oil Company of California, and Unocal Pipeline Company [Docket Nos. 1422, 1437, 1447, 1448, 1501, and 1505].